

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**GEOFFREY OSBERG**

**On behalf of himself and on  
behalf of all others similarly situated,**

**Plaintiff,**

**- against -**

**FOOT LOCKER, INC.,**

**FOOT LOCKER RETIREMENT PLAN,**

**Defendants.**  
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**Case No.: 07 CV 1358 (KBF)**

**DECLARATION OF ELI GOTTESDIENER**

I, Eli Gottesdiener, declare under penalty of perjury pursuant to 28 U.S.C. § 1746:

1. I am counsel to Plaintiff and the Class in the above-entitled action. I make this declaration based on my personal knowledge of the facts stated herein.

2. Exhibit A is a true and correct copy of a 2-page document, Bates labeled “MercerFL0001643-44,” titled “Woolworth Corporation,” dated April 17, 1995 and produced from third party Mercer’s files to Plaintiff on June 24, 2010 in this litigation.

3. Exhibit B is a true and correct copy of a fax, Bates labeled “MercerFL0002502-03,” from Mark Brandis (Mercer) to Evan Shapiro (Mercer) and James Cassidy (Mercer), dated March 21, 1995, attaching an untitled document and produced from third party Mercer’s files to Plaintiff on June 24, 2010 in this litigation.

4. Exhibit C is a true and correct copy of a fax, Bates labeled “FL-OSB 010593-96,” from Chris Maikels (Mercer) to Tom Kiley (Woolworth), dated January 5, 1996, attaching a 3-page document titled” List of Participants with Less than 15 Years of Benefit Service and

Greater Than or Equal to 15 years of Vesting Service,” and produced from Defendants’ files to Plaintiff on June 24, 2010 in this litigation.

5. Exhibit D is a true and correct copy of a 16-page valuation run, Bates labeled “MercerFL0000752-67,” dated April 12, 1995 and produced from third party Mercer’s files to Plaintiff on June 14, 2010 in this litigation.

6. Exhibit E is a true and correct copy of a 32-page valuation run, Bates labeled “MercerFL0000688-719,” dated April 17, 1995 and produced from third party Mercer’s files to Plaintiff on June 14, 2010 in this litigation.

7. Exhibit F is a true and correct copy of a 16-page valuation run, Bates labeled “MercerFL0000736-51,” dated April 19, 1995 and produced from third party Mercer’s files to Plaintiff on June 14, 2010 in this litigation.

8. Exhibit G is a true and correct copy of a 6-page valuation run, Bates labeled “MercerFL0002270-75,” dated December 27, 1995 and produced from third party Mercer’s files to Plaintiff on June 14, 2010 in this litigation.

9. Also attached hereto are the Class’s trial exhibits PX235, PX630, PX936, PX962, PX1271-77, PX1280, PX1282 and PX1374, previously identified in the Joint Pretrial Order Ex. 6 (originally filed as Dkt. 321-17 and updated as 352-1).

I, Eli Gottesdiener, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: July 10, 2015

/s/ Eli Gottesdiener  
Eli Gottesdiener